

STATE OF NEW HAMPSHIRE
ARTICLES OF INCORPORATION
INSTRUCTIONS FOR COMPLETING Form No. 11PC
RSA 293-A:2.02

ARTICLE
NUMBER:

FIRST: Name must contain the word "Corporation," "Incorporated" or "Limited" or the abbreviation "Corp.," "Inc." or "LTD," or words or abbreviation of like import in another language.
If a professional corporation, RSA 294-A:7 requires the name shall end in "Professional Corporation," "Professional Association," "Prof. Corp.," "Prof. Ass'n.," "P.C." or "P.A." Information stating the corporation is being formed under RSA 294-A must be included in the articles of incorporation.
294-A **"Professional service"** means any service which may lawfully be rendered only by certified public accountants, public accountants, architects, attorneys, podiatrists, chiropractors, dentists, pharmacists, professional engineers, land surveyors, registered professional nurses, optometrists, physicians and surgeons, physician assistants, psychologists, veterinarians, and all other professional licensed, registered, certified, or otherwise authorized and permitted to practice independently under the provisions of RSA 309-A, 310-A, 311, 315, 316-A, 317-A, 318, 326-B, 327, 328-D, 329, 330-A, OR 332-B and which may not lawfully be rendered by a corporation organized under the law of this state applicable to business corporations.

SECOND: The corporation must have authorized shares. See RSA 293-A:6.01.

THIRD: RSA 293-A:5.01 - Each corporation shall continuously maintain in this state:

(1) A registered office that may be the same as any of its places of business.

(2) A registered agent, who may be:

(i) An individual who resides in this state and whose business office is identical with the registered office;

(ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office;

(iii) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.

Fourth: This form must be accompanied by Form SRA, certification pursuant to RSA 421-B:11, II, stating that the corporation's capital stock has either been registered or exempted from registration under the Uniform Securities Act.

Questions regarding form 11 and form SRA should be directed to the Corporation Division at 603-271-3244.

FIFTH: This article is not required to be completed. However, purposes may be helpful in determining the availability of corporate name.

See RSA 293-A:2.02 (b) for additional articles which may be included.

Mail fees, ORIGINAL, ONE EXACT OR CONFORMED COPY AND FORM SRA to:

Corporation Division, Department of State, 107 N Main St., Concord, NH 03301-4989

STATE OF NEW HAMPSHIRE

Fee for Form SRA: \$50.00
Filing fee: \$35.00
Total fees \$85.00
Use black print or type.
Leave 1" margins both sides.

Form No. 11PC
RSA 293-A:2.02
RSA 294-A

ARTICLES OF INCORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is _____

SECOND: The number of shares the corporation is authorized to issue: _____

THIRD: The name of the corporation's initial registered agent is _____

and the **street address**, town/city (including zip code and post office box, if any) of its initial registered office is (agent's business address) _____

FOURTH: The capital stock will be sold or offered for sale within the meaning of RSA 421-B. (Uniform Securities Act)

FIFTH: The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A, RSA 294-A and the principal purpose or purposes for which the corporation is organized are:

[If more space is needed, attach additional sheet(s).]

SIXTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
_____	_____

_____	_____

_____	_____

Dated _____, _____

Incorporator(s)

Mail fees, ORIGINAL, ONE EXACT OR CONFORMED COPY AND FORM SRA to:
Corporation Division, Department of State, 107 N Main St., Concord, NH 03301-4989

Form SRA – Addendum to Business Organization and Registration Forms

Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: _____

Business Address (include city, state, zip): _____

Telephone Number: (_____) _____ E-mail: _____

Contact Person: _____

Contact Person Address (If Different): _____

Part II – Check ONE of the following items in Part II [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. *However*, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. _____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising *relating to the sale of ownership interests* has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. _____ This business **is not** a New Hampshire corporation or limited partnership.
2. _____ This business **is** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock, memberships, or interests will be sold or offered for sale.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: _____

Instructions for
Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your wife own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instruction will help you to provide accurate responses.

Part I: Please provide the business name and address, including number, street, city, state and zip code. In addition, please provide the businesses telephone number, e-mail address – if any – a contact person name and the contact person's full address if different from the business address.

Part II: Check only **ONE** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ***ALL*** of the requirement listed in A), B), and C) below :
 - A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption; AND
 - B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising ***related to the offer or sale of ownership interests***. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then do not met this requirement and cannot claim the exemption; AND
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur within more than 60 days of the formation of the business, you do not meet this requirement and cannot claim the exemption.

If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2. In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making.
3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.

4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

Part III: Check only ONE item in this part.

1. If your business IS NOT a) a corporation or b) a limited partnership that was formed in New Hampshire, then you should check this item. For example, if your business is a corporation that was formed in Delaware or some other state, you should check this item. In addition, if you are an owner of a limited liability company that was formed in New Hampshire, you should check this item since your business is not a New Hampshire corporation or limited partnership.
2. If your business IS a) a corporation or b) a limited partnership that was formed in New Hampshire, then state law requires that your articles of incorporation or certificate of limited partnership state whether capital stock, memberships, or interests will be sold or offered for sale. If your business is a New Hampshire corporation or limited partnership and your articles of incorporation or certificate of limited partnership contains the required statement, you should check this item.

Part IV: This is a statement certifying the accuracy of all the information contained in the Form SRA. Please note that we cannot accept photocopied signatures for this filing. All signatures must be original. Also, please make note of all of those who must sign this document:

- 1) ***ALL*** of the incorporators of ***a corporation to be formed***; OR
- 2) ***ONE*** executive officer of ***an existing corporation***; OR
- 3) ***ALL*** of the general partners or intended general partners of ***a limited partnership***; OR
- 4) ***ONE or MORE*** authorized members or managers of ***a limited liability company***; OR
- 5) ***ONE or MORE*** authorized partners of ***a registered limited liability partnership*** or ***foreign registered limited liability partnership***.

NINE EASY STEPS TO AVOID REJECTION

Forming a Corporation in New Hampshire

1. The form must be completed in ink. Pencil is not acceptable. A one inch margin must be maintained. The pages cannot be double-sided. The Articles of Incorporation Form 11 must be filed in duplicate. We must have an original and an exact or conformed copy.
2. Article First: The name must contain a corporation designation. Per RSA 293-A:4.01 the corporate name must contain one of the following designations: Corporation, Incorporated, Limited, Corp., Inc., or Ltd.
3. Article Second: All corporations must state how many shares the corporation is authorized to issue. All corporations must have at least one share. RSA 293-A:1.40 (22) defines a share as a unit to which proprietary interests in the corporation are divided (unit of ownership).
4. Article Third: A registered agent and registered office must be provided. The registered agent must reside in New Hampshire. The registered agent is the person who would receive service of process should the corporation be sued. The registered office is the registered agent's business address where the registered agent can be found for in-hand service of process. **A street/physical address must be provided in addition to the post office box.** The sheriff's department must hand the service of process to the registered agent; it cannot be served to a post office box.)
5. The Articles of Incorporation must contain the following statement: *The capital stock will be sold or offered for sale within the meaning of RSA 421-B (Uniform Securities Act).*
6. The name and address of all incorporators must be listed.
7. All Incorporators must sign both the Articles of Incorporation and the Addendum.
8. The SRA Form must be completed as follows:
 - The name of the corporation must exactly match the name of the corporation that is in Article First of the articles of incorporation.
 - The complete business address of the corporation must be stated. Be sure to include the city/town, state and zip code.
 - A contact person's name and phone number must be provided. Also if the address is different, the contact person's address must be provided.
 - One item in Part II must be checked. (Note: If item 2 is checked you must provide the RSA the exemption is under. If item 3 is checked you must provide the date you are registering the sales with the Securities Regulations Bureau.)
 - One item in Part III must be checked
 - Part IV must be signed (see the paragraph marked NOTE above the signature lines for who needs to sign).
 - The date the document was signed must be provided on the date line
9. The total filing fee to incorporate is \$85.00. This is comprised of \$35.00 for the articles plus \$50.00 for the addendum.

PLEASE NOTE: The name will be searched for availability upon receipt of these documents. If the filing has been accepted you will receive a filed-stamped copy within 30 days. If you do not receive an acknowledgement, please contact our office. Checks are deposited upon receipt. If the check has been cashed, it only indicates we have received the document. A cashed check is not an indication that the document has been accepted and filed.